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8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**

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11 IN RE ONLINE DVD RENTAL 12 ANTITRUST LITIGATION	Case No. M 09-2029 PJH Judge: Hon. Phyllis J. Hamilton
13 This document relates to: 14 ALL ACTIONS	STIPULATION AND [PROPOSED] ORDER MODIFYING PROTECTIVE ORDER

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17 WHEREAS, a Stipulation and Protective Order was entered by the Court on September 21,
18 2009 (Document No. 82)(“Protective Order”), which, among other things, placed limits on the
19 disclosure of any information or item designated “HIGHLY CONFIDENTIAL” pursuant to the terms
20 of the Protective Order;

21 WHEREAS, the parties have issued subpoenas to several non-parties to this case requesting the
22 production of documents, including documents expected to be designated as “HIGHLY
23 CONFIDENTIAL” pursuant to the terms of the Protective Order;

24 WHEREAS, Blockbuster, Inc., to which a document subpoena was issued, is a competitor with
25 one or more of the defendants in this case, and has sought additional protection regarding the
26 disclosure of “HIGHLY CONFIDENTIAL” information to persons who participate in or have
27 responsibility for competitive strategy or decisions of such defendants; and
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1 WHEREAS, after consultation and negotiation, the parties agree that good cause exists to add
2 such a limitation with regard to “HIGHLY CONFIDENTIAL” documents produced by Blockbuster,
3 Inc. to defendant(s), and that such limitation will facilitate the production of such information in this
4 case;

5 THEREFORE, it is hereby stipulated between and among the parties hereto, by and through
6 their respective counsel of record, that the Protective Order shall be modified by adding subparagraph
7 8.4, which shall read as follows:

8 8.4 Additional Limits on Disclosure of “HIGHLY CONFIDENTIAL” Information
9 Produced by Blockbuster Inc. Unless otherwise ordered by the Court or permitted in writing by
10 Blockbuster Inc., a Receiving Party may disclose any information or item produced by non-party
11 Blockbuster Inc. and designated by it as “HIGHLY CONFIDENTIAL” only to:

12 (a) the Receiving Party’s Outside Counsel of record in this action, as well as
13 employees of said counsel to whom it is reasonably necessary to disclose the information for
14 this litigation;

15 (b) In-House Counsel of a Receiving Party to whom disclosure is reasonably
16 necessary for this litigation, provided however, that such In-House Counsel of a Receiving
17 Party does not participate in or have responsibility for competitive strategy or competitive
18 decisions of the Receiving Party;

19 (c) experts and/or consultants (as defined in this Order) (1) to whom disclosure is
20 reasonably necessary for this litigation, and (2) who have signed the “Agreement to Be Bound
21 by Protective Order” (Exhibit A);

22 (d) the Court and its personnel;

23 (e) court reporters, their staffs, and professional vendors to whom disclosure is
24 reasonably necessary for this litigation;

25 (f) current employees of Blockbuster Inc.;

26 (g) any author, addressees or recipients, or any other person who has accessed the
27 document in the course of his or her employment; and
28

1 (h) any other person to whom Blockbuster Inc. agrees in writing or on the record, or
2 any other person to whom the Court compels access to the Blockbuster Inc.'s HIGHLY
3 CONFIDENTIAL Information.

4 DATED: February 24, 2010

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6 Respectfully Submitted,

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*Who attest in accordance with General Order No. 45 X. B. that
concurrence in the filing of the document has been obtained from
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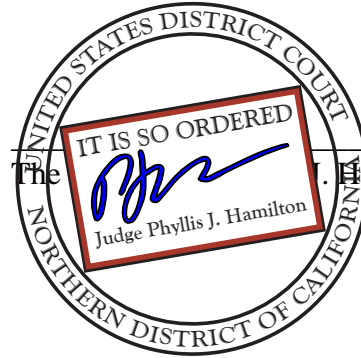
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1 (h) any other person to whom Blockbuster Inc. agrees in writing or on the record, or
2 any other person to whom the Court compels access to the Blockbuster Inc.'s HIGHLY
3 CONFIDENTIAL Information.

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6 Dated: 2/25/10



J. Hamilton